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The University of the State of New York

STATE OF NEW YORK:
: SS.
COUNTY OF ALBANY :

Pursuant to the provisions of Section 11, Article 2 of the Membership Corporations Law, consent is hereby given to the filing of the annexed certificate of incorporation of

ASPIRA OF AMERICA, INC.
as a membership corporation.

This consent, however, shall in no way be construed as an approval by the Board of Regents, Commissioner of Education or Education Department of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the Board of Regents, Commissioner of Education, University of the State of New York or Education Department in its publications and advertising matter.

IN WITNESS WHEREOF, I, Ewald B. Nyquist,
Acting Commissioner of Education of
the State of New York, for and on
behalf of the State Education Department, do hereunto set my hand and
affix the seal of the State Education
Department, at the City of Albany,
this 23rd day of October 1968.



Ewald B. Nyquist
Acting Commissioner of Education

CERTIFICATE OF INCORPORATION

OF

ASPIRA OF AMERICA, INC.

(Pursuant to the Membership Corporations Law)

WE, THE UNDERSIGNED, a committee of ASPIRA, INC.,
new york Corporation
~~an incorporated association~~, not organized for pecuniary
profit, have been duly authorized to form a Corporation, for
the purposes as hereinafter more particularly described,
pursuant to and in conformity with the Membership Corpora-
tion Law of the State of New York.

FIRST: That the particular objects for which
said Corporation is formed are as follows, viz.:

(A) That the objectives and purposes for which
said Corporation is formed shall be exclusively charitable
and educational, within the meaning of Section 501 (c)(3) of
the United States Internal Revenue Code of 1954 as the same
may be amended.

To develop the intellectual and creative
persons
capacity of Puerto Ricans and all other /without regard to
race, creed, color or national origin by motivating and
orienting said Puerto Ricans and all others without regard
to race, creed, color or national origin to enter and/or
continue their education in the professions, the arts and the
technical fields so that such persons may offer their train-
ing, skills and dedication to the betterment of the community

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and the solution of community problems;

To plan, create, program, carry out, implement and coordinate through studies, research, surveys, consultation, supervision, guidance, counselling and action a comprehensive program designed to develop, motivate and orient all capable applicants in and toward the education and intellectual development of themselves and to do any and all lawful acts and things which may be necessary, useful, suitable, desirable or proper for the furtherance and attainment of any or all of the purposes of the corporation.

Nothing herein contained shall authorize the doing of any act which would require the approval of any department of the State of New York or the doing of any act mentioned in Membership Corporations Law Sec. 11 or Social Welfare Law Sec. 35.

(B) In furtherance of its charitable and educational purposes set out in Section (A), but not for any other objects or purposes, the Corporation may exercise the following powers to the extent permitted by law:

(1) To acquire by gift, legacy, bequest, devise, grant, purchase, exchange, lease, funds and property (both real and personal), without limitation as to amount or value, and to hold, invest, re-invest, administer, use and expend, donate the same or any part thereof exclusively for the objectives and purposes set out in Section A.

(2) To do everything and anything reasonably and lawfully necessary, proper, suitable or convenient to achieve the objects and purposes set out in Section (A), provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as to disqualify the Corporation from exemption from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

(3) It is the intention of this Corporation at all time to qualify and remain qualified as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

Accordingly:

(A) The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual; nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the objectives and purposes of the Corporation set out in Section (a).

(B) No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall the Corporation participate in, or intervene in (by the publishing or distributing of statements or otherwise), any political campaign on behalf of any candidate for public office.

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(C) In the event of a liquidation, dissolution, termination or winding up of the Corporation (whether voluntary, involuntary or by operation of law) none of the property or assets of the Corporation shall be made available in any way to any individual, corporations or other organizations, except to corporations or other organizations located in the United States which qualify as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, as the same may be amended.

(D) No corporation or other organization shall be eligible as a donee, grantee, assignee, distributee, or other transferee of the Corporation unless such corporation or other organization shall be located in the United States and shall either be qualified as exempt from income tax under Section 501 (c) (3) of the United States Internal Revenue Code of 1954, or be an organization, contributions to which are deductible under Section 170 (c) (1) of such Code, as such Sections may be amended.

(E) In the event of dissolution of the said Corporation, the said dissolution shall be subject to approval by a Justice of the Supreme Court of the State of New York.

SECOND: That the corporate name by which said Corporation hereby to be formed shall be known and distinguished is and shall be ASPIRA OF AMERICA, INC.

THIRD: That the territory in which the operations

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of said Corporation are to be principally conducted is the United States of America and Puerto Rico.

FOURTH: That the principal office of said Corporation shall be located in the City of New York, County of New York and State of New York.

FIFTH: That the number of Directors of said Corporation shall not be less than five nor more than fifty.

SIXTH: That the names and places of residence of the persons to be the Directors of said Corporation until its first annual meeting are:

<u>NAMES</u>	<u>PLACES OF RESIDENCE</u>
1. Gilbert Ortiz	4 Robinhood Lane New City, New York 10956
2. Blanca Cedeno	196-36 Pompeii Avenue Holliswood, New York 11423
3. Manuel Casiano	2 Kinson Court Plandome, New York 11030
4. Ivan E. Irizarry	24 Musket Road Tappan, New York
5. Olga Gandara	4 Washington Square Village New York, New York
6. Manuel Samalot	5 Hampton Oval New Rochelle, New York

SEVENTH: That all of the subscribers to the certificate are of full age; that at least two-thirds of them are citizens of the United States; that at least one of them is a resident of the State of New York and that

of the persons named as Directors, at least one is a citizen
of the United States and a resident of the State of New York.

IN WITNESS WHEREOF, we have made, subscribed,
and acknowledged this Certificate and have hereunto set our
hands and affixed our respective seals this 26th day of
September, 1968.


GILBERT ORTIZ

L.S.


BLANCA CEDENO

L.S.


MANUEL CASIANO

L.S.


IVAN E. IRIZARRY


OLGA CANDARA

L.S.


MANUEL SAMALOT

L.S.

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 26th day of September, 1968, before me personally came GILBERT ORTIZ, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he thereupon duly acknowledged to me that he executed the same.

Harris L. Present
NOTARY PUBLIC

HARRIS L. PRESENT
Notary Public, State of New York
No. 31-3156875 County of New York
Term Expires March 30, 1969

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 1st day of October, 1968, before me personally came BLANCA CEDENO, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and she thereupon duly acknowledged to me that she executed the same.

Harris L. Present
NOTARY PUBLIC

HARRIS L. PRESENT
Notary Public, State of New York
No. 31-3156875 County of New York
Term Expires March 30, 1969

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 26th day of September, 1968, before me personally came MANUEL CASIANO, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he thereupon duly acknowledged to me that he executed the same.

Harris L. Present
NOTARY PUBLIC

HARRIS L. PRESENT
Notary Public, State of New York
No. 31-3156875 County of New York
Term Expires March 30, 1969

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 26th day of September, 1968, before me personally came IVAN E. IRIZARRY, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he thereupon duly acknowledged to me that he executed the same.

HARRIS L. PRESENT
Notary Public, State of New York
No. 31-3156875 County of New York
Term Expires March 30, 1969

Harris L. Present
NOTARY PUBLIC

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 26th day of September, 1968, before me personally came OLGA GANDARA, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and she thereupon duly acknowledged to me that she executed the same.

Harris E. Presant
NOTARY PUBLIC

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

HARRIS E. PRESANT
Notary Public, State of New York
No. 31-2156875 County of New York
Term Expires March 30, 1969

On this 30th day of September, 1968, before me personally came MANUEL SAMALOT, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate of Incorporation and he thereupon duly acknowledged to me that he executed the same.

Harris E. Presant
NOTARY PUBLIC

HARRIS E. PRESANT
Notary Public, State of New York
No. 31-2156875 County of New York
Term Expires March 30, 1969

I, a Justice of the Supreme Court of the First Judicial District, hereby approve the foregoing Certificate of Incorporation of Aspira of America, Inc.

Vincent J. DiStasio
VINCENT J. DISTASIO
Justice of the Supreme Court

Dated: Nov 18, 1968.

Notary Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of service to others.)

Dated: Nov 1, 1968

LOUIS J. FUGATE
Attorney at Law

By *Louis J. Fugate*
Assistant Attorney General

RESOLUTION OF DIRECTORS

OF

ASPIRA, INC.

We, GILBERT ORTIZ and OLGA GANDARA, President and Secretary, respectively, of ASPIRA, INC., a New York corporation, DO HEREBY CERTIFY that at a special meeting of the Board of Directors duly held on the 17th day of September, 1968, at 296 Fifth Avenue, New York, N.Y. 10001, the following resolutions were placed before the meeting and unanimously adopted:

RESOLVED, that it is the judgment of this Board of Directors that the name of ASPIRA OF AMERICA, INC. will in no way interfere or conflict with the name of this corporation, ASPIRA, INC. and it is our further judgment that said corporate names are sufficiently different and would not be calculated to deceive.

FURTHER RESOLVED, that a certified copy of the foregoing resolution be submitted to the Secretary of State of the State of New York, with the request that the Certificate of Incorporation be filed.

IN WITNESS WHEREOF, we have subscribed this instrument this 26th day of September, 1968.



President



Secretary

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 26th day of September, 1968, before me personally came GILBERT ORTIZ, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate and acknowledged to me that he executed the same.

Harris L. Present
NOTARY PUBLIC

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

HARRIS L. PRESENT
Notary Public, State of New York
No. 21-3156875 County of New York
Exp. March 30, 1969

On this 26th day of September, 1968, before me personally came OLGA GANDARA, to me known and known to me to be one of the persons described in and who executed the foregoing Certificate and acknowledged to me that she executed the same.

Harris L. Present
NOTARY PUBLIC

HARRIS L. PRESENT
Notary Public, State of New York
No. 21-3156875 County of New York
Exp. March 30, 1969

State of New York)
DEPARTMENT OF STATE) ss.:

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I CERTIFY That I have compared the preceding
copy with the original Certificate of Incorporation of

ASPIRA OF AMERICA, INC.,

filed in this department on the 20th day of November, 1968, and that such
copy is a correct transcript therefrom and of the whole of such original.

Witness my hand and the official seal of the Department of State at the
City of Albany, this twentieth day
of November one thousand nine hundred
sixty-eight.

John P. Tomengo
Secretary of State